

The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604



RECORDATION NO. 13067-18

OCT 13 1988 12 20 PM

October 11, 1988 INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-287A043

Date OCT 13 1988

Fee \$ 1300

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series R, Supplement No. 7,
dated October 1, 1988

Dear Mr. Bayne:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 7, dated as of October 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of February 1, 1981.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 13067.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series R, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

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EQUIPMENT TRUST, SERIES R,
Dated February 1, 1981
(Amended April 1, 1981)

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive	\$755,000	\$5,285,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive	\$1,034,700	\$31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive	\$62,500	\$6,250,000
75	Caboose Cars with wide cupola; International Car Company, Builder; Nos. 999750 to 999824, both inclusive	\$82,500	\$6,187,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive	\$54,400	\$1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 186230 to 186259, both inclusive	\$67,700	\$2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive	\$956,100	\$20,078,100

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1954 to 1958, both inclusive	\$35,072	\$175,360
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2058	\$35,433	\$35,433
2	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2107 to 2108, both inclusive	\$32,230	\$ 64,460
3	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2356 to 2358, both inclusive	\$32,675	98,025
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2399, 2400, and 2402	<u>\$24,965</u>	<u>\$74,895</u>
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302	Total Units		<u>\$72,680,773</u>

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THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES R

13067-A
OCT 13 1988 12 20 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 7, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of February 1, 1981 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series R, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in Replacement Funds, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2399, 2400, and 2402	\$24,965	\$74,895

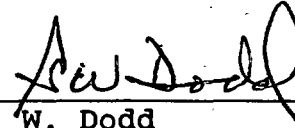
2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

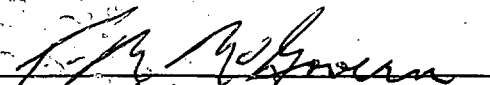
IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By


G. W. Dodd
Senior Vice President-Finance
and Chief Financial Officer

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By


Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of October, 1988 before me personally appeared G. W. Dodd, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance and Chief Financial Officer of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



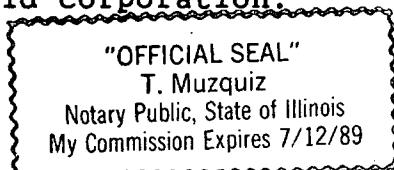
(Notarial Seal)

Mildred Jaksich
Notary Public

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 2th day of October, 1988 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

T. Muzquiz
Notary Public

My Commission Expires

EQUIPMENT TRUST, SERIES R,
Dated February 1, 1981
(Amended April 1, 1981)

SCHEDULE A

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